

EXHIBIT B

Wachovia Proof of Claim

See Attached

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		GRACE NON-ASBESTOS PROOF OF CLAIM FORM
Name of Debtor W. R. Grace & Co.-Conn.	Case Number 01-1179	THIS SPACE IS FOR COURT USE ONLY
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Wachovia Bank, National Association	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: Todd C. Meyers, Esq. Kilpatrick Stockton LLP 1100 Peachtree Street, Suite 2800 Atlanta, Georgia 30309	Telephone number: (404) 815-6500	
Account or other number by which creditor identified debtor: Not Applicable	Check here if this claim <input checked="" type="checkbox"/> replaces a previously filed claim, dated: 02/21/03 <input type="checkbox"/> amends	
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other: Reimbursement under various Letters of Credit (See Exhibit A)		
<input type="checkbox"/> Retiree benefits as defined in U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div>		
2. Date debt was incurred: 7/29/97 through 7/13/00	3. If court judgment, date obtained: Not applicable	
4. Total Amount of Claim at Time Case Filed: If all or part of your claim is secured or entitled to priority, also complete Item 5 and 6 below. \$ 49,979,700 <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: _____	6. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____) <small>* Amounts are subject to adjustment on 4.1.04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>	
Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		
7. Credits: The amount of all payments has been credited and deducted for the purpose of making this proof of claim. 8. Support Documents: Attach copies of support documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
Date _____ Sign and print the name and title, if any, of the creditor or other person authorized to file this claim: <div style="text-align: center;"> JOAN ANDERSON, DIRECTOR Joan Anderson, Director of Corporate and Investment Banking </div>		
WR Grace BF.13.51.2549 00003068 SR=329		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

REC'D MAR 04 2003

Exhibit "A"

W.R. Grace & Co.-Conn. Letters of Credit									
L/C #	Proposition L/C Balance	Unreimbursed Draws	Date of Draw	Current L/C Balance	Beneficiary	Account Party	Effective Date	Expiration Date	Purpose
LC870-091344	23,280,360	558,739	5/15/2002	22,721,621	The Chase Manhattan Bank, N.A. as Trustee Under the Trust Indenture dated 12/6/1994.	W.R. Grace & Co. - Conn.	12/21/1997	12/21/2002	60 Colwyno coal contract backed bonds
LC870-094304	1,150,000	52,579	11/19/2002	1,097,421	Transportation Insurance Co., Continental Casualty Company	W.R. Grace & Co. - Conn. Trans Meridian Assurance, LTD.	1/6/1999	6/30/2003	60 Various insurance agreements including workers' comp and employers' liability
LC870-094303	837,000			837,000	Transportation Insurance Co., Continental Casualty Company	W.R. Grace & Co. - Conn. Trans Meridian Assurance, LTD.	1/6/1999	6/30/2003	60 Claim Service Agreement (3rd party deductible)
LC870-089117	4,675,000			4,675,000	The American Guarantee and Liability Insurance Company	W.R. Grace & Co.-Conn.	7/29/1997	6/30/2003	60 Foreign liability program
LC870-089118	1,678,000			1,678,000	Transportation Insurance Co.	W.R. Grace & Co.-Conn.	7/29/1997	6/30/2003	60 Various insurance agreements including workers' comp and employers' liability
LC870-122413	13,000,000	449,000	12/22/2002; 9/23/02	12,551,000	Fireman's Fund Insurance Company	W.R. Grace & Co.-Conn.	7/13/2000	7/5/2003	30 For sums owed under a \$43,058,931 bond on behalf of Aaron Clifton Edwards, et al.
LC870-102528	1,075,000			1,075,000	C N A	W.R. Grace & Co.-Conn.	6/30/1999	6/30/2003	60 Various insurance agreements including workers' comp and employers' liability
LC870-102529	2,134,000			2,134,000	C N A	W.R. Grace & Co.-Conn.	6/30/1999	6/30/2003	60 Various insurance agreements including workers' comp and employers' liability
LC870-111950	188,000			188,000	Continental Casualty Company	W.R. Grace & Co.-Conn.	6/30/1999	6/30/2003	60 Graceclaim Service Agreement
LC870-111952	160,000			160,000	Continental Casualty Company	W.R. Grace & Co.-Conn.	6/30/1999	6/30/2003	60 Claim Service Agreement (3rd party deductible)
LC870-111953	365,000			365,000	Continental Casualty Company	W.R. Grace & Co.-Conn.	6/30/1999	6/30/2003	60 Claim Service Agreement (3rd party deductible)
LC870-111954	488,000			488,000	Continental Casualty Company	W.R. Grace & Co.-Conn.	6/30/1999	6/30/2003	60 Claim Service Agreement
LC870-090133	1,500,000			1,500,000	Richard C. Rowe & Donna M. Rowe	W.R. Grace & Co.-Conn.	9/8/1997	6/30/2003	30 Settlement agreement dated June 1997
TOTAL	50,511,360	1,070,318		49,441,042					

Proof of claim amount is calculated as follows: (1) \$2,782.26 representing cash management fees for March 2001, which remain unpaid; plus (2) pre-petition L/C balances of \$50,511,360; plus (3) \$78,180 in letter of credit fees for the period 12/20/2002 through 04/01/01, for a total claim of \$50,592,322. Of this amount, \$812,622.86 was satisfied by Wachovia's exercise of its right of setoff authorized by the Court's September 20, 2002 Order Granting Relief from the Automatic Stay in Order to Effect Setoff Pursuant to 11 U.S.C. § 543, leaving a balance of \$49,979,700, of which \$538,658 (\$1,070,318 in unreimbursed draws, plus \$2,782.26 in unpaid fees and \$78,180 in L/C fees, less \$512,622.86 setoff amount) is noncontingent and the remainder is contingent.